

**MEGASTAR FOODS LIMITED**

**CIN:** L15311CH2011PLC033393

**Regd. Off:** Plot No. 807, Industrial Area, Phase-II  
Chandigarh-160002; **Telephone:** +91 172 2653807, 5005024

**Works:** Kurali-Ropar Road, Village Solkhian-140108

Distt. Rupnagar, Punjab

**Telephone:** +91 1881 240403-240406

**Website:** [www.megastarfoods.com](http://www.megastarfoods.com);

**Email:** [cs@megastarfoods.com](mailto:cs@megastarfoods.com)



**Date:** - April 03, 2025

MFL/CS/2024-25/55

To,

**BSE Limited**

**Corporate Relationship Department**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001,  
Maharashtra.

**National Stock Exchanges of India Limited**

**Listing Department**

“Exchange Plaza”, Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai-400051, Maharashtra.

Dear Sir/Madam,

**Subject: Intimation of receipt of Cautionary Letters from BSE Limited (“BSE”) under  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

***Ref: Megastar Foods Limited (MEGASTAR | 541352 | INE00EM01016)***

With reference to the above cited subject, the Company is in receipt of the Cautionary Letter from the BSE dated April 02, 2025 vide email at 17.20 hrs. regarding an announcement submitted on January 08, 2024 for appointment of Ms. Deepali Chhabra as Company Secretary (designated as Company Secretary & Compliance Officer) w.e.f January 08, 2024 in terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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The details of the above in terms of Regulation 30 and Clause 20 Para A of Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), read with the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as Annexure A

Kindly take the above information on record.

Thanking you,

Yours Sincerely,

**For Megastar Foods Limited**

**(Deepali Chhabra)**

**Company Secretary & Compliance Officer**

**A61299**

**Encl:** As above

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**Telephone:** +91 1881 240403-240406**Website:** [www.megastarfoods.com](http://www.megastarfoods.com);**Email:** [cs@megastarfoods.com](mailto:cs@megastarfoods.com)**Annexure A**

<b>1.</b>	<b>Name of the Authority</b>	BSE Limited
<b>2.</b>	<b>Nature and details of the action(s) taken, or order(s) passed</b>	Cautionary Letter
<b>3</b>	<b><del>Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority</del></b>	Cautionary Letter received from BSE vide email on April 02, 2024 at 17.20 hrs.
<b>4</b>	<b>Details of the violation(s)/ contravention(s) committed or alleged to be committed</b>	The Company received a Cautionary Letter from BSE Limited (BSE) on April 2, 2025, regarding the announcement made on January 8, 2024, about the appointment of Ms. Deepali Chhabra as Company Secretary (designated as Company Secretary & Compliance Officer), effective that same date. As per Regulation 30, along with sub-para 7 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Listed entities are required to disclose any appointments of directors, key managerial personnel

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		<p>(including the Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), senior management, Auditor, and Compliance Officer to the Stock Exchanges within 30 minutes of the conclusion of the Board Meeting.</p> <p>In this instance, the Exchange noted that the intimation concerning the aforementioned appointment was not submitted within the prescribed timeline of 30 minutes following the Board Meeting's conclusion, as required by sub-para 7 of Para A of Part A of Schedule III of SEBI LODR.</p> <p>A copy of the cautionary notice issued by BSE, together with our reply to the same are enclosed herewith.</p>
5	<b>Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.</b>	Not Applicable

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**Re: Cautionary Letter - Megastar Foods Ltd (541352)**


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**From** Deepali <cs@megastarfoods.com>

**Date** Thu 2025-04-03 13:30

**To** Query lodr <query.lodr@bseindia.com>

**Cc** Vikas Gupta <[REDACTED]>; Info . <[REDACTED]>

 1 attachment (1 MB)

Email from NSE.pdf;

Dear Sir/Madam,

This is with reference your email dated April 02, 2025 wherein Cautionary Letter was sought for filing the intimation regarding "Appointment of Company Secretary and Compliance officer" of the Company dated 08.01.2024. In this regard, we wish to clarify the following facts and submissions in the matter:-

1. The intimation regarding the appointment of Company Secretary and Compliance Officer was filed by the company in terms of Regulation 30 read with Clause 7 of Part A of Schedule III of the LODR Regulations. It may be noted that pursuant to the recommendation of the Nomination and remuneration Committee, the Board of Directors of the company in its meeting held on 08.01.2024 accorded in-principle approval for the appointment of the Company Secretary and Compliance Officer such that the terms of the appointment were to be conveyed and finalized based on an Offer-cum-Appointment letter to be issued by the company and accepted by the candidate, after the approval of the Board.

The said Offer-cum-Appointment letter was issued by the company to the candidate after the conclusion of the Board meeting and was accepted by her later on the same day i.e. 08.01.2024, following which the appointment of Company Secretary and Compliance Officer was made effective and accordingly, the necessary intimation was issued to the Stock Exchanges for public dissemination of the information.

Please note that we have filed the intimation in accordance with Regulation 30 of the LODR regulation read with Annexure II and Point no 7 in Table I of SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ( SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024) this being information emanating from within our company upon acceptance of offer and terms of appointment by the Company Secretary on 08.01.2024, which are required to be filed and intimated within 12 hours of occurrence of the event.

2. It is to further emphasise that Clause 4 of Part A of Schedule III of the LODR Regulations does not require the outcome of the Board Meeting to be given where the meeting is held for the appointment of a KMP. Hence, in view of the fact that firstly, the appointment of Company Secretary and compliance Officer was subject to acceptance of the term of appointment by the candidate and secondly, Clause 4 of Part A of Schedule III of the LODR Regulations does not require the outcome of the Board Meeting to be given for this purpose, no intimation was filed under the relevant clause.

Finally, we would like to point out that the Company received an email from the National Stock Exchange of India Limited (NSE) seeking clarification regarding the filing of the intimation for the "Appointment of Company Secretary and Compliance Officer" dated January 8, 2024 (email attached). The Company has submitted its response to the NSE on the same grounds as stated above (copy of the reply email attached).

Hope our aforesaid submissions clarify the facts and position of the company in the matter. Please feel free to contact the undersigned in case of any further queries.

With Regards,

Deepali Chhabra

Company Secretary & Compliance Officer

Contact no.: 9876115748

**Megastar Foods Limited**

**Works:** Kurali-Ropar Road, Vill. Solkhian - 140 108

Distt. Roopnagar, Punjab

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**Registered office:**

Plot No. 807, Industrial Area, Chandigarh - 160 002

**Web:** [www.megastarfoods.com](http://www.megastarfoods.com)

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**From:** Query lodr <query.lodr@bseindia.com>

**Sent:** 02 April 2025 17:20

**To:** Deepali <cs@megastarfoods.com>; Vikas Gupta <[REDACTED]>; Info . <[REDACTED]>

**Subject:** Cautionary Letter - Megastar Foods Ltd (541352)

Date: April 2, 2025

To,  
Company Secretary/ Compliance Officer  
Megastar Foods Ltd (541352)

-

**Sub: Cautionary letter**

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Dear Sir/Madam,

This is in reference to the announcement submitted by the Company on January 08, 2024 regarding the appointment of Ms. Deepali Chhabra as Company Secretary (designated as Company Secretary & Compliance Officer) w.e.f. January 08, 2024.

As per Regulation 30 read with sub-para 7 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, in case of appointment of directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer, the event shall be disclosed to the Stock Exchanges by the listed entities within 30 minutes of conclusion of the Board Meeting.

In the above case, the Exchange has observed that the aforesaid intimation was not submitted within the prescribed timelines of 30 minutes of conclusion of the Board Meeting as per sub-para 7 of Para A of Part A of Schedule III of SEBI LODR.

The aforesaid non-compliance on your part is viewed seriously. You are hereby advised to be cautious in future, exercise due diligence and initiate corrective steps to avoid recurrence of such lapses so as to ensure due compliance with the applicable provisions of SEBI LODR and related SEBI circulars. Any aberration in future will be viewed seriously and appropriate action would be initiated.

The Company is required to disseminate a copy of this Cautionary Letter on the Stock Exchanges where they are listed. Additionally, the Company is advised to place before their Board of Directors this Cautionary Letter and the corrective measures taken by the Company to avoid recurrence of such lapses in future.

Yours faithfully,

Listing Compliance Monitoring Team  
**BSE Limited**  
P J Towers, Dalal Street,  
Mumbai - 400001, India  
[www.bseindia.com](http://www.bseindia.com)  
Tel: 022 2272 8561 / 8475



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**RE: MEGASTAR - Clarification\_ Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

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**From** Deepali <cs@megastarfoods.com>

**Date** Thu 2024-01-11 17:50

**To** Ajit Mahadik (LISCO) <amahadik@nse.co.in>

**Cc** DL-Announcement <DL-Announcement@nse.co.in>; Apeksha Raichura (LISCO) <araichura@nse.co.in>; Vidhi Maheshwari (LISCO) <vmaheshwari@nse.co.in>; Gaurav Sakpal (LISCO) <gsakpal@nse.co.in>; Manisha Gupta <[REDACTED]>

Dear Sir/Madam,

This is with reference your email dated 11.01.2024 wherein clarification was sought for filing the intimation regarding “Appointment of Company Secretary and Compliance officer” of the Company dated 08.01.2024.

In this regard, we wish to clarify that following facts and submissions in the matter:

1. The intimation regarding the appointment of Company Secretary and Compliance Officer was filed by the company in terms of Regulation 30 read with Clause 7 of Part A of Schedule III of the LODR Regulations. It may be noted that pursuant to the recommendation of the Nomination and remuneration Committee, the Board of Directors of the company in its meeting held on 08.01.2024 accorded in-principle approval for the appointment of the Company Secretary and Compliance Officer such that the terms of the appointment were to be conveyed and finalised based on an Offer-cum-Appointment letter to be issued by the company and accepted by the candidate, after the approval of the Board.

The said Offer-cum-Appointment letter was issued by the company to the candidate after the conclusion of the Board meeting and was accepted by her later on the same day i.e. 08.01.2024, following which the appointment of Company Secretary and Compliance Officer was made effective and accordingly, the necessary intimation was issued to the Stock Exchanges for public dissemination of the information.

Please note that we have filed the intimation in accordance with Regulation 30 of the LODR regulation read with Annexure II and Point no 7 in Table I of SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, this being information emanating from within our company upon acceptance of offer and terms of appointment by the Company Secretary on 08.01.2024, which are required to be filed and intimated within 12 hours of occurrence of the event.

2. It is to further emphasise that Clause 4 of Part A of Schedule III of the LODR Regulations does not require the outcome of the Board Meeting to be given where the meeting is held for the appointment of a KMP. Hence, in view of the fact that firstly, the appointment of Company Secretary and compliance Officer was subject to acceptance of the term of appointment by the candidate and secondly, Clause 4 of Part A of Schedule III of the LODR Regulations does not require the outcome of the Board Meeting to be given for this purpose, no intimation was filed under the relevant clause.

Hope our aforesaid submissions clarify the facts and position of the company in the matter. Please feel free to contact the undersigned in case of any further queries.

With Regards,

Deepali Chhabra

Company Secretary & Compliance Officer

Contact no: 9041303553

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**From:** Ajit Mahadik (LISCO) <amahadik@nse.co.in>

**Sent:** Thursday, January 11, 2024 12:35 PM

**To:** Deepali <cs@megastarfoods.com>

**Cc:** DL-Announcement <DL-Announcement@nse.co.in>; Apeksha Raichura (LISCO) <araichura@nse.co.in>; Vidhi Maheshwari (LISCO) <vmaheshwari@nse.co.in>; Gaurav Sakpal (LISCO) <gsakpal@nse.co.in>

**Subject:** MEGASTAR - Clarification\_ Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Dear Sir/Madam,

This is with reference to the disclosure submitted on January 08,2024 intimating regarding 'Appointment of Company Secretary & Compliance Officer of the Company.

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, read with SEBI Circular dated July 13, 2023, the listed entities are required to disclose to the Stock Exchange(s) decision taken for below event in the Meeting of the Board of Directors not later than 30 minutes from the closure of such meeting as against the timelines indicated the aforesaid mentioned SEBI Circular.

*Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.*

On perusal of the submission, it is observed that the same is not intimated to the Exchange within 30 minutes of conclusion of the meeting.

You are requested to confirm the compliance of the above referred provisions of Reg. 30 of LODR read with circular.

You are requested to respond positively before January 11,2024

**Ajit Mahadik**

Manager - Listing Compliances

Email: [amahadik@nse.co.in](mailto:amahadik@nse.co.in)

Mob: +91 8655641089

**National Stock Exchange of India Limited (NSE)**

Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai - 400051

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